

Fill in this information to identify the case:

Debtor 1 Live Primary, LLC

Debtor 2 _____
(Spouse, if filing)

United States Bankruptcy Court for the: Southern District of New York

Case number 20-11612-MG

Official Form 410**Proof of Claim**

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	Primary Member LLC Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent? c/o Kevin J. Nash, Esq./Goldberg Weprin Finkel Name 1501 Broadway, 22nd Floor Number Street New York NY 10036 City State ZIP Code Contact phone 212-301-6944 Contact email knash@gwfglaw.com	Where should payments to the creditor be sent? (if different) Name Number Street City State ZIP Code Contact phone _____ Contact email _____ Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? ☒ No
☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ 6,436,184.00 Does this amount include interest or other charges?
☐ No
☒ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.
Loans extended to Debtor as per operating agreement

9. Is all or part of the claim secured? ☒ No
☐ Yes. The claim is secured by a lien on property.
Nature of property:
☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
☐ Motor vehicle
☐ Other. Describe: _____
Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____ %
☐ Fixed
☐ Variable

10. Is this claim based on a lease? ☒ No
☐ Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? ☒ No
☐ Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

☒ No

☐ Yes. Check one:

Amount entitled to priority

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

\$ _____

☐ Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

☒ I am the creditor.

☐ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 11/02/2020
MM / DD / YYYY

Signature

Print the name of the person who is completing and signing this claim:

Name	Joel Schreiber		
	First name	Middle name	Last name
Title	Member		
Company	Primary Member LLC c/o Waterbridge Capital		
	Identify the corporate servicer as the company if the authorized agent is a servicer.		
Address	214 West 29th Street		
	Number	Street	
	New York	NY	10001
	City	State	ZIP Code
Contact phone	212-607-8134		Email js@waterbridge.com

Establishment & Operation Loan	
Principal Due	6,131,148
Interest Due	223,752
Total Due	6,354,900

Other Loans	
Principal Due	62,893
Interest Due	18,391
Total Due	81,284

Total Loans	
Principal Due	6,194,041
Interest Due	242,143
Total Due	6,436,184

Live Primary LLC

Establishment & Operation Loan Detail

Date	To	Amount	Cumulative	Interest Rate	Interest Per Day	Days	Interest Owed
08/18/15	Live Primary LLC	50,000.00	50,000.00	1%	1.37	58	79.45
10/15/15	Live Primary LLC	25,000.00	75,000.00	1%	2.05	6	12.33
10/21/15	Live Primary LLC	84,087.49	159,087.49	1%	4.36	7	30.51
10/28/15	Live Primary LLC	91,566.17	250,653.66	1%	6.87	1	6.87
10/29/15	Live Primary LLC	549,397.00	800,050.66	1%	21.92	18	394.55
11/16/15	Live Primary LLC	173,999.98	974,050.64	1%	26.69	2	53.37
11/18/15	Live Primary LLC	137,000.00	1,111,050.64	1%	30.44	6	182.64
11/24/15	Live Primary LLC	412,000.00	1,523,050.64	1%	41.73	38	1,585.64
01/01/16	YE 2015 Totals	1,523,050.64	1,523,050.64				2,345.36
01/01/16	Live Primary LLC	-	1,523,050.64	1%	41.73	5	208.64
01/06/16	Live Primary LLC	5,000.00	1,528,050.64	1%	41.86	2	83.73
01/08/16	Live Primary LLC	5,000.00	1,533,050.64	1%	42.00	5	210.01
01/13/16	Live Primary LLC	50,000.00	1,583,050.64	1%	43.37	2	86.74
01/15/16	Live Primary LLC	200,000.00	1,783,050.64	1%	48.85	11	537.36
01/26/16	Live Primary LLC	50,000.00	1,833,050.64	1%	50.22	1	50.22
01/27/16	Live Primary LLC	30,000.00	1,863,050.64	1%	51.04	0	-
01/27/16	Ylighting	1,510.00	1,864,560.64	1%	51.08	1	51.08
01/28/16	Live Primary LLC	20,000.00	1,884,560.64	1%	51.63	1	51.63
01/29/16	Live Primary LLC	50,000.00	1,934,560.64	1%	53.00	3	159.00
02/01/16	Ferguson Enterprises	7,449.77	1,942,010.41	1%	53.21	0	-
02/01/16	Ferguson Enterprises	8,246.69	1,950,257.10	1%	53.43	0	-
02/01/16	Ylighting	1,050.00	1,951,307.10	1%	53.46	4	213.84
02/05/16	Live Primary LLC	190,000.00	2,141,307.10	1%	58.67	0	-
02/05/16	Live Primary LLC	10,000.00	2,151,307.10	1%	58.94	5	294.70
02/10/16	Live Primary LLC	50,000.00	2,201,307.10	1%	60.31	2	120.62
02/12/16	Live Primary LLC	25,000.00	2,226,307.10	1%	60.99	7	426.96
02/19/16	Live Primary LLC	25,000.00	2,251,307.10	1%	61.68	3	185.04
02/22/16	Live Primary LLC	15,000.00	2,266,307.10	1%	62.09	0	-
02/22/16	Ylighting	6,748.75	2,273,055.85	1%	62.28	8	498.20
03/01/16	Live Primary LLC	25,000.00	2,298,055.85	1%	62.96	3	188.88
03/04/16	Live Primary LLC	100,000.00	2,398,055.85	1%	65.70	4	262.80
03/08/16	Live Primary LLC	103,185.19	2,501,241.04	1%	68.53	1	68.53
03/09/16	Live Primary LLC	250,000.00	2,751,241.04	1%	75.38	8	603.01
03/17/16	Live Primary LLC	10,000.00	2,761,241.04	1%	75.65	8	605.20
03/25/16	Live Primary LLC	15,000.00	2,776,241.04	1%	76.06	6	456.37
03/31/16	Live Primary LLC	225,000.00	3,001,241.04	1%	82.23	15	1,233.39
04/15/16	Live Primary LLC	50,000.00	3,051,241.04	1%	83.60	4	334.38
04/19/16	Live Primary LLC	10,000.00	3,061,241.04	1%	83.87	1	83.87
04/20/16	Leveldesk	8,405.67	3,069,646.71	1%	84.10	0	-
04/20/16	Leveldesk	2,900.87	3,072,547.58	1%	84.18	2	168.36
04/22/16	Live Primary LLC	11,000.00	3,083,547.58	1%	84.48	3	253.44
04/25/16	Live Primary LLC	10,000.00	3,093,547.58	1%	84.75	0	-
04/25/16	Directiview	11,282.68	3,104,830.26	1%	85.06	1	85.06
04/26/16	Live Primary LLC	10,000.00	3,114,830.26	1%	85.34	6	512.03
05/02/16	Live Primary LLC	50,000.00	3,164,830.26	1%	86.71	4	346.83
05/06/16	Live Primary LLC	100,000.00	3,264,830.26	1%	89.45	4	357.79
05/10/16	Live Primary LLC	20,000.00	3,284,830.26	1%	90.00	1	90.00
05/11/16	Live Primary LLC	10,000.00	3,294,830.26	1%	90.27	2	180.54
05/13/16	Live Primary LLC	40,000.00	3,334,830.26	1%	91.37	3	274.10
05/16/16	Live Primary LLC	50,000.00	3,384,830.26	1%	92.74	2	185.47
05/18/16	Live Primary LLC	25,000.00	3,409,830.26	1%	93.42	2	186.84
05/20/16	Live Primary LLC	25,000.00	3,434,830.26	1%	94.10	21	1,976.20
06/10/16	Live Primary LLC	20,000.00	3,454,830.26	1%	94.65	5	473.26
06/15/16	Live Primary LLC	245,000.00	3,699,830.26	1%	101.37	199	20,171.68
12/31/16	YE 2016 Totals	2,176,779.62	3,699,830.26				32,275.81

Date	To	Amount	Cumulative	Interest Rate	Interest Per Day	Days	Interest Owed
01/01/17	Live Primary LLC	-	3,699,830.26	1%	101.37	348	35,275.09
12/15/17	Live Primary LLC	800,000.00	4,499,830.26	1%	123.28	17	2,095.81
01/01/18	YE 2017	800,000.00	4,499,830.26				37,370.91
1/1/2018	Live Primary LLC	-	4,499,830.26	1%	123.28	37	4,561.47
02/07/18	Live Primary LLC	945,674.08	5,445,504.34	1%	149.19	0	-
02/07/18	Live Primary LLC	14,000.00	5,459,504.34	1%	149.58	71	10,619.86
04/19/18	Live Primary LLC	100,000.00	5,559,504.34	1%	152.32	5	761.58
04/24/18	Live Primary LLC	120,000.00	5,679,504.34	1%	155.60	2	311.21
04/26/18	Live Primary LLC	75,000.00	5,754,504.34	1%	157.66	12	1,891.89
05/08/18	Live Primary LLC	100,000.00	5,854,504.34	1%	160.40	3	481.19
05/11/18	Live Primary LLC	25,000.00	5,879,504.34	1%	161.08	6	966.49
05/17/18	Live Primary LLC	50,000.00	5,929,504.34	1%	162.45	5	812.26
05/22/18	Live Primary LLC	70,121.08	5,999,625.42	1%	164.37	1	164.37
05/23/18	Live Primary LLC	131,522.77	6,131,148.19	1%	167.98	223	37,458.80
01/01/19	YE 2018	1,631,317.93	6,131,148.19				58,029.12
01/01/19	Live Primary LLC	-	6,131,148.19	1%	167.98	365	61,311.48
01/01/20	YE 2019	-	6,131,148.19				61,311.48
01/01/20	Live Primary LLC	-	6,131,148.19	1%	167.98	193	32,419.50
07/12/20	YE 2020	-	6,131,148.19				32,419.50

Est. & Operation Loan Summary	
Loan Duration	4.9 Years
Principal Due	6,131,148.19
Interest Due	223,752.17
Total	6,354,900.36

Other Loans

Period Start	Period End	Principal @ Start Period	Principal Adjustments	Principal @ End Period	Interest Rate	Interest Per Day	Days	Interest Owed
01/01/18	06/01/18	-	50,000.00	50,000.00	10%	0	0	0
06/01/18	06/14/18	50,000.00	(1,500.00)	48,500.00	10%	14	13	178
06/14/18	06/28/18	48,500.00	(2,500.00)	46,000.00	10%	13	14	186
06/28/18	07/23/18	46,000.00	(50,000.00)	(4,000.00)	10%	13	25	315
07/23/18	07/25/18	(4,000.00)	10,000.00	6,000.00	10%	(1)	2	(2)
07/25/18	07/27/18	6,000.00	10,000.00	16,000.00	10%	2	2	3
07/27/18	07/31/18	16,000.00	10,000.00	26,000.00	10%	4	4	18
07/31/18	08/13/18	26,000.00	20,000.00	46,000.00	10%	7	13	93
08/13/18	08/13/18	46,000.00	(50,000.00)	(4,000.00)	10%	13	0	0
08/13/18	08/15/18	(4,000.00)	50,000.00	46,000.00	10%	(1)	2	(2)
08/15/18	08/27/18	46,000.00	(20,000.00)	26,000.00	10%	13	12	151
08/27/18	08/27/18	26,000.00	20,000.00	46,000.00	10%	7	0	0
08/27/18	08/31/18	46,000.00	(10,000.00)	36,000.00	10%	13	4	50
08/31/18	08/31/18	36,000.00	(40,000.00)	(4,000.00)	10%	10	0	0
08/31/18	09/06/18	(4,000.00)	50,000.00	46,000.00	10%	(1)	6	(7)
09/06/18	09/12/18	46,000.00	(25,000.00)	21,000.00	10%	13	6	76
09/12/18	09/18/18	21,000.00	25,000.00	46,000.00	10%	6	6	35
09/18/18	11/05/18	46,000.00	(5,000.00)	41,000.00	10%	13	48	605
11/05/18	11/14/18	41,000.00	(15,000.00)	26,000.00	10%	11	9	101
11/14/18	03/21/19	26,000.00	3,217.88	29,217.88	10%	7	127	905
03/21/19	03/22/19	29,217.88	1,674.93	30,892.81	10%	8	1	8
03/22/19	04/18/19	30,892.81	165,000.00	195,892.81	10%	8	27	229
04/18/19	05/17/19	195,892.81	5,000.00	200,892.81	10%	54	29	1,556
05/17/19	06/20/19	200,892.81	(10,000.00)	190,892.81	10%	55	34	1,871
06/20/19	06/26/19	190,892.81	(40,000.00)	150,892.81	10%	52	6	314
06/26/19	07/01/19	150,892.81	(150,000.00)	892.81	10%	41	5	207
07/01/19	07/11/19	892.81	150,000.00	150,892.81	10%	0	10	2
07/11/19	08/01/19	150,892.81	(5,000.00)	145,892.81	10%	41	21	868
08/01/19	08/29/19	145,892.81	(10,000.00)	135,892.81	10%	40	28	1,119
08/29/19	10/07/19	135,892.81	(5,000.00)	130,892.81	10%	37	39	1,452
10/07/19	11/12/19	130,892.81	(5,000.00)	125,892.81	10%	36	36	1,291
11/12/19	01/23/20	125,892.81	(8,000.00)	117,892.81	10%	34	72	2,483
01/23/20	02/11/20	117,892.81	(5,000.00)	112,892.81	10%	32	19	614
02/11/20	03/12/20	112,892.81	(10,000.00)	102,892.81	10%	31	30	928
03/12/20	04/22/20	102,892.81	(25,000.00)	77,892.81	10%	28	41	1,156
04/22/20	06/08/20	77,892.81	(15,000.00)	62,892.81	10%	21	47	1,003
06/08/20	07/12/20	62,892.81	-	62,892.81	10%	17	34	586
			62,893				772	18,391

Other Loans Summary	
Loan Duration	2.1 Years
Principal Due	62,893
Interest Due	18,391
Total Due	81,284

9. Capital Contributions and Loans.

9.1 Initial Capital. As of the date hereof, each Member shall have made, or shall be deemed to have made, Capital Contributions to the Company in cash in the aggregate initial amount set forth opposite the Member's name on Schedule I attached hereto and in accordance with their Interest.

9.2 Loans by PM. PM has agreed to lend the funds required by the Company in the form of a loan in the original principal amount of \$6,000,000 (the "Loan") for the establishment and operation of two (2) shared office facilities (the "Initial Centers"), in addition to any necessary startup expenses (eg: website, marketing, branding) to be developed by the Company, provided however that the start-up expenses and costs for the first Initial Center shall not exceed \$3,700,000 in the aggregate. The Loan may be memorialized by an agreement (the "Loan Agreement") and each tranche disbursement (a "Disbursement") under the Loan shall be evidenced by a promissory note made by the Company in favor of PM (the "Note" and together with the Loan Agreement, the "Loan Documents"). PM shall advance funds from the Loan within seventy-two (72) Business Hours after a request (a "Disbursement Request") from the Managers, depositing same into the Company's bank account, when such funds are requested

by the Managers' to meet the startup costs and other obligations for the Initial Centers which shall include, but not be limited to, marketing, advertising, salaries, insurance, benefits, taxes, build-out costs, permits, licenses, professional fees, furniture, fixtures and equipment, utilities, technology and goods and services from vendors required by the Initial Centers. The Disbursements shall accrue interest at one (1.0%) percent per year, compounded annually and the Loan and accrued interest shall mature and be payable only upon a Liquidity Event (as defined herein) or the Company's first underwritten public offering (an "IPO") of its Common Stock under the Securities Act of 1933.